IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

		X	
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In re		:	Chapter 11
		:	
DELPHI CORPORATION, et al.,		:	Case No. 05-44481 (RDD)
		:	
De	ebtors.	:	(Jointly Administered)
		:	
		X	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 11, 2008, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight mail, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification and (iii) upon the parties listed on <u>Exhibit C</u> hereto via postage pre-paid U.S. mail:

- 1) Notice Of Estimation Hearing With Respect To Proof Of Claim No. 16127 (U.S. Customs And Border Protection) (Docket No. 11970) [a copy of which is attached hereto as <u>Exhibit D</u>]
- Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 11129 (Crown Enterprises, Inc.) (Docket No. 11971) [a copy of which is attached hereto as <u>Exhibit E</u>]

On January 11, 2008, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via overnight mail:

3) Notice Of Estimation Hearing With Respect To Proof Of Claim No. 16127 (U.S. Customs And Border Protection) (Docket No. 11970) [a copy of which is attached hereto as Exhibit D]

On January 11, 2008, I caused to be served the document listed below upon the party listed on Exhibit G hereto via overnight mail:

4) Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 11129 (Crown Enterprises, Inc.) (Docket No. 11971) [a copy of which is attached hereto as Exhibit E]

Dated: February 21, 2008	
	/s/ Elizabeth Adam
	Elizabeth Adam
State of California	
County of Los Angeles	
Subscribed and sworn to (or affirmed) before Elizabeth Adam, proved to me on the basis o appeared before me.	
Signature: /s/ Leanne V. Rehder	
Commission Expires: 3/2/08	

EXHIBIT A

05-44481-rdd Doc 12797 Filed 02/22/08 Entered 02/22/08 03:24:12 Main Document Polp4 conforalio16 Master Service List

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Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsnv.com	machture Trustee
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY		2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
	Donald Bernstein						212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive 5505 Corporate Drive		Troy	МІ	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
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General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
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Jefferies & Company, Inc.	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@iefferies.com	UCC Professional
Continue a Company, mo,	William Q. Dollough	OZO MIGGISON / WONGO	12.1111001	TWW TOTAL	100	10022	212 201 2021	212 201 2110	<u>baomoagn e jononeo.com</u>	- COCT TOTOGOTOTICE
JPMorgan Chase Bank, N.A.	Richard Duker	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	richard.duker@jpmorgan.com	Prepetition Administrative Agent
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MaDaggar MAGU 8 Faraggar I I D	David D. Class	207 West Masses Chart	Cuita F400	Chiana	IL	00000	242 272 2000	242 004 7700	doloon (@ muse com	Counsel to Recticel North
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LLF		Boulevaru	Teriui Fiooi	St. Louis	IVIO	03103	314-003-7733	314-002-4030		Committee of Reffees
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Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
Tyou Electronics Corporation	Contra Councer	oo columbia read		Wichiotowii	110	7 000	070 000 0000	212-668-2255		Creditor Committee Member
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United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	service via fax		Counsel to United States Trustee
										Proposed Conflicts Counsel to the
		4700 O' O 4 7 H	301 Commerce			70400				Official Committee of Unsecured
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Well, Gotshar & Mariges LEI	riarvey it. ivillier	707 Tildi Aveilde		NOW TORK	141	10100	212 310 0300	212 310 0011	<u>Indivey.miller @ Well.com</u>	Counsel to General Motors
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EXHIBIT B

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Delphi Corporation
Master Service List

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Delphi Corporation
Master Service List

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									<u> </u>	
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Delphi Corporation
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behalf of the newbees and a class of persons similarly situated, and on behalf of the Delph Savings. Stock Purchase Pogram for South Port Comment of the Delph Savings. Stock Purchase Pogram for South Port Comment of the Delph Savings. Stock Purchase Pogram for South Port Comment of the Delph Savings. Stock Purchase Pogram for South Port Comment of the Delph Savings. Stock Purchase Pogram for South Port Comment of the Delph Savings. Stock Purchase Pogram for South Port Comment of the Delph Savings. Stock Purchase Pogram for South Popular Savings. Plant for the United States Course for The Floor New York NY 10003 212-358-1500 212-358-0207 Imageric Richards on Comment of Electronic, Salated, Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers of America. State of Machine and Furniture Workers - Communications Workers o												
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In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

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Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701	512-370-2800	Corporation
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	Counsel to WL. Ross & Co., LLC

EXHIBIT D

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632)

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

NOTICE OF ESTIMATION HEARING WITH RESPECT TO PROOF OF CLAIM NO. 16127 (U.S. CUSTOMS AND BORDER PROTECTION)

PLEASE TAKE NOTICE that on September 7, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), sought to estimate and set a maximum cap, solely for voting purposes and setting appropriate reserves under the plan of reorganization, on proof of claim number 16127 (the "Proof of Claim") filed by U.S. Customs and Border Protection ("U.S. Customs") pursuant to the Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures (Docket No. 9297) (the "Claims Estimation Motion").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. §§ 105(A) And 502(C) (a) Estimating And Capping Certain Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures, entered September 28, 2007 (Docket No. 9685) (the "Order"), an estimation hearing (the "Estimation Hearing") to estimate a maximum capped amount for the Proof of Claim, solely for voting purposes and setting appropriate reserves under the plan of reorganization, is hereby scheduled for January 31, 2008, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Estimation Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order could result in the Proof of Claim being capped, solely for voting purposes and setting appropriate reserves under the plan of reorganization, in the

amount identified in Exhibit A to the Claims Estimation Motion. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Estimation Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated: New York, New York January 11, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:/s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 502(c) (A) ESTIMATING AND SETTING MAXIMUM CAP ON CERTAIN CONTINGENT OR UNLIQUIDATED CLAIMS AND (B)

APPROVING EXPEDITED CLAIMS ESTIMATION PROCEDURES

("CLAIMS ESTIMATION ORDER")

Upon the motion, dated September 7, 2007 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order Pursuant To 11 U.S.C. §§ 105(a) and 502(c) (a) Estimating And Setting Maximum Cap On Certain Contingent And Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:1

- A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient, and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.
- B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

- 1. The Motion is GRANTED.
- 2. Each Unliquidated Claim listed on Exhibit A hereto is hereby estimated and set at a maximum cap amount, solely for the purposes of tabulating votes on and setting appropriate reserves under any plan of reorganization of the Debtors, in the proposed amount as indicated for that claim on Exhibit A hereto.
- 3. Nothing in this order is intended to, nor shall this order modify, impair, or affect any rights of the Debtors to object to, or seek to estimate, any and all Unliquidated Claims at lesser amounts for purposes of allowance and distribution.

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

- 4. The Debtors are hereby authorized to utilize the procedures, as described herein, to estimate and set a maximum capped amount for the Unliquidated Claims listed on Exhibit B hereto.
- 5. This Court shall conduct special periodic hearings on contested claims matters in these cases (each an "Estimation Hearing"), on the dates and times designated in the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objection entered December 6, 2006 (Docket No. 6089) (the "Claim Objection Procedures Order").
- 6. The Estimation Hearings shall be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by this Court.
- 7. Only those objections and Counterproposals made in writing and timely filed and received shall be considered by this Court.
- 8. To the extent that a Counterproposal and an objection was filed with respect to any claim listed on Exhibit A to the Motion (each, a "Contested Unliquidated Claim"), each such Contested Unliquidated Claim and the Motion shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.
- 9. Any order entered by this Court with respect to the Motion shall be deemed a separate order with respect to each claim covered by such order.
- 10. The following procedures shall apply with respect to the determination of Contested Unliquidated Claims (the "Claims Estimation Procedures"):

(a) Acceptance of Counterproposal. The Debtors are hereby authorized, in their sole discretion, to elect to (a) provisionally accept the Claimant's Counterproposal (or a lesser agreed upon amount) as the Maximum Capped Amount for the Contested Unliquidated Claim pursuant to section 502(c) of the Bankruptcy Code, for the purposes of tabulating votes on and setting appropriate reserves under the Plan, subject to further objection and reduction as appropriate, or (b) reject the Counterproposal and seek to estimate, for the purposes of tabulating votes on and setting appropriate reserves under the Plan, the Contested Unliquidated Claim at a subsequent hearing date. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Estimated Amount in the form attached hereto as Exhibit C. The Contested Unliquidated Claim shall otherwise remain subject in all respects to the Claims Estimation Procedures outlined herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

(b) Adjournment Of Estimation Hearing.

- (i) Each Contested Unliquidated Claim for which a timely objection and Counterproposal is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant by facsimile or overnight delivery with a notice substantially in the form attached hereto as Exhibit \underline{D} (a "Notice Of Estimation Hearing") and a copy of this Order at least 20 calendar days prior to the date of such Hearing.
- (ii) The Debtors, in their sole discretion, are hereby authorized to further adjourn an Estimation Hearing scheduled in accordance herewith at any time by providing notice to this Court and the Claimant at least five business days prior to the date of the scheduled hearing, unless otherwise ordered by this Court.

(c) Estimation Hearing Procedures.

- (i) To the extent that a Contested Unliquidated Claim is adjourned to a Estimation Hearing, the Debtors and the Claimant shall file and serve a supplemental pleading (a "Summary Brief") no later than ten calendar days before the scheduled Estimation Hearing. The Summary Brief shall not exceed 15 single-sided, double-spaced pages.
- (ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Summary Brief (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Summary Brief; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Unliquidated Claim. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Summary Brief, as appropriate.
- (iii) The Summary Brief may include affidavits or declarations from no more than two witnesses setting forth the proposed maximum capped amount of the Contested

Unliquidated Claim and evidence supporting the Contested Unliquidated Claim; <u>provided</u>, <u>however</u>, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason the Claimant did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Estimation Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Estimation Hearing; instead, the affidavit or declaration submitted at the Estimation Hearing, or such witnesses' deposition transcript if the witnesses was not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross-examine the witnesses at the Estimation Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.

- (iv) No later than three calendar days prior to commencement of the Estimation Hearing, if the Claimant and/or the Debtors timely filed a Summary Brief, the Claimant and/or the Debtors may file and serve a responsive brief ("Responsive Brief"), not to exceed eight single-sided, double-spaced pages, and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Summary Brief and the witnesses' prior affidavits or declarations.
- (d) <u>Estimation Hearing Record</u>. The evidentiary and legal record shall be confined to the material included in the Summary Briefs, the Responsive Briefs, declarations and affidavits, and arguments presented at the Estimation Hearing. With respect to testimony by declarants, direct testimony may be heard only through declarations, witnesses may be subject to cross-examination, and the party offering the testimony may conduct a re-direct examination of its witness.
- (e) <u>Conduct Of The Claims Objection Hearing</u>. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 10(f) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to this Court at the Estimation Hearing. The parties shall coordinate with each other in advance of the hearing with respect to anticipated disputes regarding the admission of particular evidence.
- (f) <u>Ability To Modify Procedures By Order Of Court</u>. Upon a showing of good cause by either party, this Court may allow or require additions to the record or any of the aforementioned procedures or guidelines as it deems necessary or appropriate.
- 11. The procedures approved herein shall not apply to proof of claim number 10157 ("Claim 10157") filed by Gary Whitney; <u>provided</u>, <u>however</u>, that Claim 10157 shall in no event be allowed in an amount greater than \$1,000,000.00 for any purpose, including distribution, voting, and setting appropriate reserves under any proposed plan of reorganization of the Debtors. The Claim Objection Procedures Order shall continue to apply to Claim 10157.

- 12. The procedures approved herein shall not apply to proof of claim number 15378 ("Claim 15378") filed by Texas Instruments Incorporated; <u>provided</u>, <u>however</u>, that Claim 15378 shall in no event be allowed in an amount greater than \$996,729.62 for any purpose, including distribution, voting, and setting appropriate reserves under any plan of reorganization of the Debtors. The Claim Objection Procedures Order shall continue to apply to Claim 15378.
- 13. The procedures approved herein shall not apply to proof of claim number 14245 ("Claim 14245") filed by Lightsource Parent Corporation; <u>provided</u>, <u>however</u>, that Claim 14245 shall in no event be allowed in an amount greater than \$6,001,722.00 for any purpose, including distribution, voting, and setting appropriate reserves under any plan of reorganization of the Debtors. The Claim Objection Procedures Order shall continue to apply to Claim 14245.
- 14. Nothing in this order shall prejudice the rights of Takata Corporation ("Takata"), TK Holdings, Inc. ("TK Holdings"), and TK Holdings, Inc. Automotive Systems Laboratory Inc And Takata Seat Belts Inc. ("TK Automotive") to file a proof of claim for rejection damages pursuant to the Order Under 11 U.S.C. 107(b), 501, 502 And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206), entered by this Court on April 12, 2005, in the event that the Debtors reject one or more executory contracts between the Debtors and Takata, TK Holdings, or TK Automotive; and further, nothing in this Order shall prejudice the allowance or estimation of such Rejection Damage Claim in subsequent proceedings before this Court or the payment of such Rejection Damage Claim pursuant to any confirmed plan of reorganization.
- 15. Nothing in this order shall prejudice the rights of ARC Automotive, Inc. ("ARC") and Johnson Control Inc. and its affiliates (collectively, "JCI") to (i) assert a cure claim

("Cure"), pursuant to section 365(b) of the Bankruptcy Code, in the event that the Debtors assume one or more executory contracts between the Debtors and ARC or JCI or (ii) file a proof of claim for rejection damages ("Rejection Damages") pursuant to the Order Under 11 U.S.C. 107(b), 501, 502 And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206), entered by this Court on April 12, 2005, in the event that the Debtors reject one or more executory contracts between the Debtors and ARC or JCI; provided, however, that nothing in this order shall prejudice the Debtors' rights to object to such Cure and Rejection Damages claims.

16. The procedures approved herein shall not apply to proof of claim numbers 12176 and 12177 filed by Comerica Leasing Corporation ("Comerica"). Proof of claim number 12177 against Debtor Delphi Automotive Systems LLC is estimated at \$3,464,557.00. Proof of claim number 12176 against Delphi Corporation is expunged as duplicative (provided, however, that the Debtors shall not seek to have proof of claim number 12177 disallowed and expunged solely on the basis that it is asserted against the incorrect Debtor). All of Comerica's, the Debtors', and other parties-in-interests' rights, remedies, defenses, and objections under the Lease, Lease Documents, and Lease Assignment (each as defined in Comerica's objection to the Motion (Docket No. 9476), including without limitation, Comerica's right to seek possession of the subject equipment, Comerica's rights against General Motors Corporation as a guarantor under the Lease, the right to seek to enforce the arbitration provisions contained in the Lease Documents, and the right to seek payment of an administrative expense claim, and the rights of the Debtors, and other parties-in-interests to contest the same, are reserved, and nothing in this Order constitutes or should be construed to waive those or any other rights.

- 17. With respect to proofs of claim numbers 10100 and 10111 (together, the "Cadence Prepetition Claims") of Cadence Innovation LLC ("Cadence"), "good cause" exists under paragraph 10(f) of this Order to vary from the procedures or guidelines set forth in paragraph 10 of this Order.
 - (a) Accordingly, the Debtors and Cadence shall negotiate in good faith appropriate estimation procedures, if necessary, to estimate the Cadence Prepetition Claims on or before December 6, 2007. If the parties are unable to consensually agree on procedures, either party, upon seven calendar days' written notice, may request that this Court order appropriate procedures on an expedited basis.
 - (b) Any estimation order entered pursuant to this Order will not have any binding effect on any claim arising from and after the Petition Date that is entitled to administrative priority or any post-emergence claim.
 - (c) In the event that Cadence seeks mandatory withdrawal of the reference to the United States District Court for the Southern District of New York to estimate the Cadence Prepetition Claims, it must file a motion in the District Court requesting the same on or before October 8, 2007 or waive such right. In such event, the Debtors reserve all objections and/or arguments to such requested withdrawal.
 - (d) The parties shall negotiate a stipulation that will provide, for administrative convenience only, and without in any way prejudicing Cadence's right to re-assert any claim it may have against an appropriate Debtor subject to the Debtors' ability to contest the same on substantive grounds, a single consolidated claim against either Delphi Corporation or Delphi Automotive Systems LLC.
- 18. With respect to the proofs of claim numbers 14943, 14944, 14945, 14946, 14947, 14948, 14949, 14950, 14951, 14952, 14953, 14954, 14955, 14956, 14957, 14958, 14959, 14960, 14961, 14962, 15151, 15152, 15153, 15154, 15155, 15156, 15157, 15158, 15159, 15160, 15161, 15162, 15163, 15164, 15165, 15166, 15167, 15168, 15169, 15170, 15172, 15381, 15382, 15383, 15384, 15385, 15386, 15387, 15388, 15389, 15390, 15391, 15392, 15393, 15394, 15395, 15396, 15397, 15398, 15399, 15400, 15401, 15402, 15403, 15404, 15405, 15406, 15407, 15408,

15409, 15410, 15411, 15412, 15413, 15414, 15415, 15416, 15417, 15418, 15419, 15420, 15421, and 15422 (collectively, the "TPL Claims") filed by Technology Properties, Ltd. ("TPL"):

- (a) Entry of this Order will not prejudice, or effect a waiver, of TPL's argument that "good cause" exists under paragraph 10(f) of this Order to vary from the procedures and/or guidelines.
- (b) If the Debtors notice the TPL Claims for an estimation hearing, the parties will negotiate in good faith whether "good cause" exists under paragraph 10(f) of this Order to vary from the procedures and/or guidelines in order to adjudicate TPL's claims on or before November 8, 2007. If the parties are unable to consensually agree on procedures, either party, upon three calendar days' written notice, may request that this Court to order appropriate procedures on an expedited basis.
- (c) Any estimation order entered pursuant to the estimation procedures order will not have any binding effect on any claim arising from and after the Petition Date that is entitled to administrative priority or any post-emergence claim.
- (d) Solely with respect to TPL, nothing in this Order shall prejudice TPL's right to object to any plan of reorganization and any provision therein relating to distribution reserves; provided, however, TPL acknowledges that any due process challenges to setting a specific estimate for such distribution reserve account may not be raised in such objection and shall be fully addressed in this Order or any hearing conducted by this Court pursuant to paragraph 10(f) herein.
- 19. The procedures approved herein shall not apply to proof of claim number 11660 ("Claim 11660") filed by Bank of America, N.A. ("Bank of America"); provided, however, that Claim 11660 shall in no event be allowed in an amount greater than \$10,605,213.61 (the "Claim 11660 Cap") for any purpose, including distribution, voting, and setting appropriate reserves under the Debtors' proposed plan of reorganization; provided, further, however, that the Claim 11660 Cap shall be without prejudice to Bank of America's right to postpetition interest under any plan of reorganization of the Debtors. The Claim Objection Procedures Order shall continue to apply to Claim 11660.

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> 20. Nothing in this order shall preclude any right to seek further estimation of

a claim under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic

stay under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right

to seek protection of information under section 107(b) of the Bankruptcy Code, or any right not

specifically addressed in this Order.

21. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

22. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York

September 28, 2007

/s/Robert D. Drain_

UNITED STATES BANKRUPTCY JUDGE

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Case No. 05-44481 (RDD)

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
2088343 ONTARIO LIMITED 2125 WYECROFT RD OAKVILLE, ON L6L 5L7 CANADA	4769	UNL	05/04/2006	\$297,095.72
ALLIANCE PRECISION PLASTICS CO HANCOCK & ESTABROOK LLP AS ATTYS FOR ALLIANCE PRECISION PLASTICS 1500 TOWER I PO BOX 4976 SYRACUSE, NY 13221-4976	11574	\$37,451.44	07/27/2006	\$37,451.00
ARC AUTOMOTIVE INC 1729 MIDPARK RD KNOXVILLE, TN 37921	9151	\$1,073,139.28	07/10/2006	\$925,476.40
AUTOMODULAR ASSEMBLIES INC MCCARTER & ENGLISH LLP 245 PARK AVE 27TH FL NEW YORK, NY 10167	15018	\$549,277.73	07/31/2006	\$549,277.73
BEAR STEARNS INVESTMENT PRODUCTS INC 383 MADISON AVE NEW YORK, NY 10179	1703	\$59,962.24	01/30/2006	\$59,962.24
BYRON G HURST E S GALLON & ASSOCIATES 40 WEST 4TH ST STE 2200 DAYTON, OH 45402	2285	UNL	03/14/2006	\$10,000.00
CARLISLE ENGINEERED PRODUCTS INC CARLISLE COMPANIES INCORPORATED 250 S CLINTON ST STE 201 SYRACUSE, NY 13202	11910	\$4,868,870.27	07/28/2006	\$4,868,870.27

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Case No. 05-44481 (RDD)

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
CELESTICA INC AND ITS SUBSIDIARIES KAYE SCHOLER LLP 425 PARK AVE NEW YORK, NY 10022	12813	\$1,799,626.39	07/28/2006	\$1,799,626.39
CINGULAR WIRELESS PO BOX 309 PORTLAND, OR 97207-0309	5087	\$31,423.21	05/08/2006	\$31,423.21
CONTRARIAN FUNDS LLC 411 W PUTNAM AVE STE 225 GREENWICH, CT 06830	10123	\$322,860.53	07/21/2006	\$322,860.53
GEORGIA SELF INSURERS GUARANTY TRUST FUND PO BOX 7159 ATLANTA, GA 30357-0159	4768	UNL	05/04/2006	\$0.00
GOLDMAN SACHS CREDIT PARTNERS LP ATTN PEDRO RAMIREZ 30 HUDSON 17TH FL JERSEY CITY, NJ 07302	2127	\$2,115,405.67	02/27/2006	\$2,115,405.67
GOLDMAN SACHS CREDIT PARTNERS LP C O GOLDMAN SACHS & CO 30 HUDSON 17TH FL JERSEY CITY, NJ 07302	14144	UNL	07/31/2006	\$887.24
GOLDMAN SACHS CREDIT PARTNERS LP C O GOLDMAN SACHS & CO 30 HUDSON 17TH FL JERSEY CITY, NJ 07302	14145	UNL	07/31/2006	\$9,359.53
GRUNER AG BURGLESTRASSE 15 17 WEHINGEN, 78564 GERMANY	831	UNL	11/23/2005	\$3,847.71

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Case No. 05-44481 (RDD)

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
HAIN CAPITAL HOLDINGS LLC 301 RTE 17 6TH FL RUTHERFORD, NJ 07070	10180	\$1,670,436.79	07/21/2006	\$1,670,436.79
HERAEUS INC CIRCUIT MATERIALS DIVISION AKA HERAEUS CERMALLOY INC AND HERAEUS INC CERMALLOY DIVISION MCDERMOTT WILL & EMERY LLP 227 W MONROE ST CHICAGO, IL 60606-5096	10394	\$594,923.93	07/24/2006	\$594,923.93
HERAEUS INC CIRCUIT MATERIALS DIVISION AKA HERAEUS CERMALLOY INC AND HERAEUS INC CERMALLOY DIVISION MCDERMOTT WILL & EMERY LLP 227 W MONROE ST CHICAGO, IL 60606-5096	10393	\$594,923.93	07/24/2006	\$0.00
HEWLETT PACKARD COMPANY 2125 E KATELLA AVE STE 400 ANAHEIM, CA 92806	9352	\$4,948,005.65	07/11/2006	\$4,948,005.65
HIGHLAND INDUSTRIES INC TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10966	UNL	07/26/2006	\$0.00
HIGHLAND INDUSTRIES INC TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10967	UNL	07/26/2006	\$0.00
JANE M DUFFY 44 SOUTHWOOD RD NEWINGTON, CT 06111-3154	3175	UNL	04/28/2006	\$0.00

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Case No. 05-44481 (RDD)

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
JOE G TEDDER TAX COLLECTOR PO BOX 1189 BARTOW, FL 33830	1160	\$636.02	12/13/2005	\$636.02
JOHN E BENZ & CO C O DLA PIPER RUDNICK GRAY CARY US LLP 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020-5283	14314	UNL	07/31/2006	\$87,701.00
JOHN E BENZ & CO DLA PIPER RUDNICK GRAY CARY US LLP 1251 AVE OF THE AMERICAS NEW YORK, NY 10020-5283	14297	UNL	07/31/2006	\$0.00
JOHNSON CONTROL INC BATTERY GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15526	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS BATTERY GROUP INC SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15514	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS BATTERY GROUP INC SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15515	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS BATTERY GROUP INC SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15513	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS INC BATTERY GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15525	UNL	07/31/2006	\$85,668.20

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
JOHNSON CONTROLS TECHNOLOGY COMPANY SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15521	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS TECHNOLOGY COMPANY SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15520	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS TECHNOLOGY COMPANY SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15519	UNL	07/31/2006	\$0.00
KEN BURTON JR CFC TAX COLLECTOR MANATEE COUNTY PO BOX 25300 BRADENTON, FL 34206-5300	1448	\$4,025.93	01/04/2006	\$4,025.93
KEN BURTON JR CFC TAX COLLECTOR MANATEE COUNTY PO BOX 25300 BRADENTON, FL 34206-5300	1451	\$924.94	01/04/2006	\$924.94
KEN BURTON JR CFC TAX COLLECTOR MANATEE COUNTY PO BOX 25300 BRADENTON, FL 34206-5300	1449	\$4,848.48	01/04/2006	\$4,848.48
KEN BURTON JR CFC TAX COLLECTOR MANATEE COUNTY PO BOX 25300 BRADENTON, FL 34206-5300	1450	\$3,247.89	01/04/2006	\$3,247.89
KYOCERA INDUSTRIAL CERAMICS CORP 345 PARK AVE 18TH FL NEW YORK, NY 10154	12530	\$312,610.00	07/28/2006	\$312,610.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
LASALLE NATIONAL BANK AS TRUSTEE 1300 WEST HIGGINS RD PARK RIDGE, IL 60068	11463	\$65,177.94	07/27/2006	\$65,178.00
LASALLE NATIONAL TRUST NA C O NICOLSON PORTER AND LIST INC 1300 W HIGGINS RD PARK RIDGE, IL 60068	11464	\$65,177.94	07/27/2006	\$0.00
LONGACRE MASTER FUND LTD 810 SEVENTH AVE 22ND FL NEW YORK, NY 10019	12166	\$1 <i>77,7</i> 30.00	07/28/2006	\$177,730.00
MARICOPA COUNTY TREASURERS OFFICE HEBERT SCHENK PC 4742 N 24TH ST STE 100 PHOENIX, AZ 85016	16317	\$6,041.34	09/15/2006	\$0.00
MG CORPORATION BARNES & THORNBURG LLP 11 S MERIDIAN ST INDIANAPOLIS, IN 46204	10911	\$16,520.43	07/26/2006	\$0.00
OKI AMERICA INC 785 N MARY AVE SUNNYVALE, CA 94085	13743	UNL	07/31/2006	\$0.00
OKI AMERICA INC 785 N MARY AVE SUNNYVALE, CA 94085	16318	UNL	09/14/2006	\$1,428,927.86
PBR KNOXVILLE LLC 10215 CANEEL DR KNOXVILLE, TN 37931	15847	UNL	08/09/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
PBR TENNESSEE INC 10215 CANEEL DR KNOXVILLE, TN 37931	15883	UNL	08/09/2006	\$0.00
RECTICEL INTERIORS NORTH AMERICA LLC FKA RECTICEL NORTH AMERICA INC MCDERMOTT WILL & EMERY LLP 227 W MONROE ST CHICAGO, IL 60606-5096	11027	\$744,823.79	07/26/2006	\$61,330.16
RECTICEL INTERIORS NORTH AMERICA LLC FKA RECTICEL NORTH AMERICA INC MCDERMOTT WILL & EMERY LLP 227 W MONROE ST CHICAGO, IL 60606-5096	11026	\$1,605,444.08	07/26/2006	\$1,605,444.08
RLI INSURANCE COMPANY 10 ESQUIRE RD STE 14 NEW CITY, NY 10956	2539	\$11,750,000.00	04/03/2006	\$0.00
RLI INSURANCE COMPANY 10 ESQUIRE RD STE 14 NEW CITY, NY 10956	6668	\$2,000,000.00	05/23/2006	\$0.00
TAKATA CORPORATION TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10965	UNL	07/26/2006	\$0.00
TAKATA CORPORATION TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10968	UNL	07/26/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TAX COLLECTOR PINELLAS COUNTY PO BOX 2943 CLEARWATER, FL 33757-2943	4527	\$44,542.68	05/02/2006	\$44,542.68
TESA AG JAMES J DECRISTOFARO ESQ LOVELLS 590 MADISON AVE NEW YORK, NY 10022	11681	\$2,227,147.77	07/27/2006	\$2,227,147.77
TK HOLDINGS INC TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10964	UNL	07/26/2006	\$0.00
TK HOLDINGS INC AUTOMOTIVE SYSTEMS LABORATORY INC AND TAKATA SEAT BELTS INC TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10570	UNL	07/25/2006	\$0.00
TK HOLDINGS INC AUTOMOTIVE SYSTEMS LABORATORY INC AND TAKATA SEAT BELTS INC TUGGLE DUGGINS & MESCHAN PA PO BOX 2888 GREENSBORO, NC 27402	10571	UNL	07/25/2006	\$0.00
UNIVERSAL TOOL AND ENGINEERING COMPANY INC BARNES & THORNBURG LLP 11 S MERIDIAN ST INDIANAPOLIS, IN 46204	2175	\$1,525,236.87	03/03/2006	\$1,016,065.83
US AEROTEAM ONE EDMUND ST DAYTON, OH 45404	10756	\$2,236,266.00	07/25/2006	\$600,000.00

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EXHIBIT A - CONTINGENT OR UNLIQUIDATED CLAIMS CAPPED AT A MAXIMUM AMOUNT

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
VERITAS SOFTWARE CORPORATION BIALSON BERGEN & SCHWAB 2600 EL CAMINO REAL STE 300 PALO ALTO, CA 94306	10913	UNL	07/26/2006	\$40,867.33
VISTEON CORPORATION ONE VILLAGE DRIVE VAN BUREN TOWNSHIP, MI 48111	1850	UNL	02/06/2006	\$0.00
VISTEON CORPORATION ONE VILLAGE DRIVE VAN BUREN TOWNSHIP, MI 48111	1854	UNL	02/06/2006	\$0.00
WESTWOOD ASSOCIATES INC PO BOX 431 MILFORD, CT 06460	14918	\$66,399.42	07/31/2006	\$66,399.42
WILLIE C PEAVEY 336 LEXINGTON AVE DAYTON, OH 45407-2044	16623	UNL	07/10/2007	\$0.00

Total: 65 Total Maximum Capped Amont: \$26,078,205.60

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
AMERICAN INTERNATIONAL GROUP AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1386	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1376	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1380	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1375	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1383	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1377	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1382	UNL	12/29/2005	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1381	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1379	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1374	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1378	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1387	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1384	UNL	12/29/2005	\$0.00
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1373	UNL	12/29/2005	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
AMERICAN INTERNATIONAL GROUP INC AND ITS RELATED ENTITIES DAVID A LEVIN ESQ 70 PINE ST 31ST FL NEW YORK, NY 10270	1385	UNL	12/29/2005	\$0.00
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY ALSTON & BIRD LLP 1201 W PEACHTREE ST ATLANTA, GA 30309-3424	10100	\$21,000,000.00	07/20/2006	\$0.00
CADENCE INNOVATION LLC SUCCESSOR IN INTEREST TO PATENT HOLDING COMPANY ALSTON & BIRD LLP 1201 W PEACHTREE ST ATLANTA, GA 30309-3424	10111	\$21,000,000.00	07/20/2006	\$1,500,000.00
CHERRY GMBH MCDERMOTT WILL & EMERY LLP 227 W MONROE ST CHICAGO, IL 60606-5096 HAIN CAPITAL HOLDINGS LLC 301 RTE 17 6TH FL RUTHERFORD, NJ 07070	10179	\$4,726,183.05	07/21/2006	\$1,138,162.48
JOHNSON CONTROLS INC AUTOMOTIVE GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15524	UNL	07/31/2006	\$0.00
JOHNSON CONTROLS INC AUTOMOTIVE GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15523	UNL	07/31/2006	\$1,305.00
JOHNSON CONTROLS INC AUTOMOTIVE GROUP SACHNOFF & WEAVER LTD 10 S WACKER DR STE 4000 CHICAGO, IL 60606	15532	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
SECRETARY OF LABOR ON BEHALF OF THE DELPHI PERSONAL SAVINGS PLAN FOR HOURLY RATE EMPLOYEES IN THE UNITED STATES US DEPT OF LABOR OFFICE OF THE SOLICITOR 230 S DEARBORN ST 8TH FLOOR CHICAGO, IL 60604	15135	UNL	07/31/2006	\$0.00
SPCP GROUP LLC AS AGENT FOR SILVER POINT CAPITAL FUND LP AND SILVER POINT CAPITAL OFFSHORE FUND LTD TWO GREENWICH PLZ 1ST FL GREENWICH, CT 06830	11706	\$235,943.49	07/27/2006	\$235,943.49
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14961	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15395	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14955	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15383	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15386	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15154	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14954	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15406	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14957	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14960	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15397	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15399	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15400	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15419	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14949	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15164	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15405	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15416	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14962	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15396	UNL	07/31/2006	\$100,000.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15409	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15158	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15167	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15156	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15159	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15170	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15415	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15393	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14947	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15381	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15390	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15421	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15155	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15166	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15385	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15407	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14944	UNL	07/31/2006	\$0.00

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TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15160	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14950	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15402	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15403	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15404	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15410	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15162	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15172	UNL	07/31/2006	\$0.00

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TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15153	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14956	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15394	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14953	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15392	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15411	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15412	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15413	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15418	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15157	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15168	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15161	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14945	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14952	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14951	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15389	UNL	07/31/2006	\$0.00

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CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15398	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15417	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15420	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15422	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15165	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14943	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15169	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15384	UNL	07/31/2006	\$0.00

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Case No. 05-44481 (RDD)

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14946	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14958	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14959	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15382	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15387	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15388	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15391	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15401	UNL	07/31/2006	\$0.00

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Case No. 05-44481 (RDD)

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15408	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15414	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	14948	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15151	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15152	UNL	07/31/2006	\$0.00
TECHNOLOGY PROPERTIES LTD BINDER & MALTER LLP 2775 PARK AVE SANTA CLARA, CA 95050	15163	UNL	07/31/2006	\$0.00
THE TIMKEN COMPANY 1835 DUEBER AVE SW PO BOX 6927 CANTON, OH 44706-0927	14319	\$5,239,434.98	07/31/2006	\$3,434,261.40
U S CUSTOMS AND BORDER PROTECTION 6650 TELECOM DR PO BOX 68911 INDIANAPOLIS, IN 46268	16127	\$82,643.04	08/09/2006	\$24,000.00

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Case No. 05-44481 (RDD)

EXHIBIT B - ADJOURNED CONTINGENT OR UNLIQUIDATED CLAIMS

CREDITOR'S NAME AND ADDRESS	CLAIM NUMBER	TOTAL ASSERTED CLAIM AMOUNT	DATE FILED	MAXIMUM CAPPED AMOUNT
UNIVERSAL TOOL AND ENGINEERING COMPANY INC BARNES & THORNBURG LLP 11 S MERIDIAN ST INDIANAPOLIS, IN 46204	6878	\$85,400.00	05/25/2006	\$85,400.00
UNIVERSAL TOOL AND ENGINEERING COMPANY INC BARNES & THORNBURG LLP 11 S MERIDIAN ST INDIANAPOLIS, IN 46204	2174	\$234,500.00	03/03/2006	\$243,500.00
US LABOR SECRETARY ON BEHALF OF ASEC MANUFACTURING SPONSORED EMPLOYEE BENEFIT PLANS USDOL 525 S GRIFFIN ST STE 501 DALLAS, TX 75202	9826	UNL	07/18/2006	\$0.00

Total: 111 Total Maximum Capped Amont: \$6,762,572.37

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

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Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF ESTIMATION HEARING WITH RESPECT TO DEBTORS' MOTION ESTIMATING PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on September 7, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned

cases (collectively, the "Debtors"), sought to estimate and set a maximum cap, solely for voting

purposes and setting appropriate reserves under the plan of reorganization, on proof of claim
number [] (the "Proof of Claim") filed by [] (the "Claimant") pursuant to the
Debtors' Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And
Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (b) Approving
Expedited Claims Estimation Procedures (Docket No) (the "Motion").
PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11
U.S.C. §§ 105(A) And 502(C) (a) Estimating And Capping Certain Unliquidated Claims And (b)
Approving Expedited Claims Estimation Procedures, entered September, 2007 (Docket No.
) (the "Order"), an estimation hearing (the "Estimation Hearing") to estimate a maximum
capped amount for the Proof of Claim, solely for voting purposes and setting appropriate

reserves under the plan of reorganization, is hereby scheduled for [_____], at 10:00 a.m.

York (the "Court").

(prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New

PLEASE TAKE FURTHER NOTICE that the Estimation Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order could result in the Proof of Claim being capped, solely for voting purposes and setting appropriate reserves under the plan of reorganization, in the amount identified in Exhibit A to the Motion. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Estimation Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated:	New	York,	New	York
	[], 2	2006

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:______ Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
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- and -

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S ASSERTED MAXIMUM CAPPED AMOUNT FOR PROOF OF CLAIM NUMBER [_____]

PLEASE TAKE NOTICE that on September 7, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned

cases (collectively, the "Debtors"), sought to estimate and set a maximum capped amount (the "Maximum Capped Amount") on proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the Motion For Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures (the "Motion").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (a) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (b) Approving Expedited Claims Estimation Procedures, entered September ___, 2007 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Maximum Capped Amount as the estimated amount of the Proof of Claim for voting purposes and setting appropriate reserves under the plan of reorganization pursuant to sections 105 and 502(c) of the Bankruptcy Code as set forth in the Motion. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Maximum Capped Amount is without prejudice to the Debtors' right to object to, or seek to estimate, any and all Contested Unliquidated Claims at lesser amounts for purposes of allowance and distribution, on any grounds whatsoever.

Dated: New York, New York September 7, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:
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John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
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(312) 407-0700

By:

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EXHIBIT E

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF ADJOURNMENT OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. 11129

(CROWN ENTERPRISES, INC.)

PLEASE TAKE NOTICE that on April 27, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 11129 (the "Proof of Claim") filed by Crown Enterprises, Inc. (the "Claimant") pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825).

PLEASE TAKE FURTHER NOTICE that on December 5, 2007, pursuant to the Second Supplemental Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered November 20, 2007 (Docket No. 10994), the Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim Number 11129 (Crown Enterprises, Inc.) (Docket No. 11324) scheduling a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim for February 7, 2008, at 10:00 a.m. (prevailing Eastern time).

PLEASE TAKE FURTHER NOTICE that pursuant to Paragraph 9(a)(ii) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims, entered December 7,

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2006 (Docket No. 6089) (the "Order"), the Claims Objection Hearing is hereby adjourned to a future date to be noticed by the Debtors.

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order unless such procedures are modified in accordance with Paragraph 9(k) thereof. All provisions and deadlines set forth in the Order shall remain in full force and effect. Those deadlines calculated based on the hearing date or the notice date shall be calculated based on the future hearing date to be further noticed by the Debtors or the future notice date, as applicable, rather than the original February 7, 2008 hearing date or the original December 5, 2007 notice date. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimants.

Dated: New York, New York January 11, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By:/s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

By:/s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
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Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT	
SOUTHERN DISTRICT OF NEW YORK	
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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("CLAIM OBJECTION PROCEDURES ORDER")

Upon the Motion For Order Pursuant To 11 U.S.C. §§ 502(b) And 502(c) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Disallowance Or Estimation Of Claims And (ii) Certain Notices And Procedures Governing Hearings Regarding Disallowance Or Estimation Of Claims, dated October 31, 2006 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and upon the objections to the Motion and the record of the hearing held on the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

- A. Proper, timely, adequate, and sufficient notice of the Motion has been provided, such notice was good, sufficient and appropriate under the particular circumstances, and no other or further notice of the Motion is or shall be required.
- B. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334. The Motion is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.
- C. The relief requested in the Motion and granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearing Dates"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by the Court. The following dates and times have been scheduled as Claims Hearing Dates in these chapter 11 cases:

December 13, 2006 at 10:00 a.m. (prevailing Eastern time)

January 12, 2007 at 10:00 a.m. (prevailing Eastern time)

February 14, 2007 at 10:00 a.m. (prevailing Eastern time)

March 1, 2007 at 10:00 a.m. (prevailing Eastern time)

Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

March 21, 2007 at 10:00 a.m. (prevailing Eastern time) April 5, 2007 at 10:00 a.m. (prevailing Eastern time) April 27, 2007 at 10:00 a.m. (prevailing Eastern time) May 10, 2007 at 10:00 a.m. (prevailing Eastern time) May 24, 2007 at 10:00 a.m. (prevailing Eastern time) June 1, 2007 at 10:00 a.m. (prevailing Eastern time) June 14, 2007 at 10:00 a.m. (prevailing Eastern time) June 22, 2007 at 10:00 a.m. (prevailing Eastern time) July 12, 2007 at 10:00 a.m. (prevailing Eastern time) July 20, 2007 at 10:00 a.m. (prevailing Eastern time) August 2, 2007 at 10:00 a.m. (prevailing Eastern time) August 17, 2007 at 10:00 a.m. (prevailing Eastern time) August 30, 2007 at 10:00 a.m. (prevailing Eastern time) September 28, 2007 at 10:00 a.m. (prevailing Eastern time) October 11, 2007 at 10:00 a.m. (prevailing Eastern time) October 26, 2007 at 10:00 a.m. (prevailing Eastern time) November 8, 2007 at 10:00 a.m. (prevailing Eastern time) November 30, 2007 at 10:00 a.m. (prevailing Eastern time) December 6, 2007 at 10:00 a.m. (prevailing Eastern time)

2. Any response to a claims objection or an omnibus claims objection (a "Response") must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006,

9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on October 26, 2006 (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel) and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., John K. Lyons, and Randall G. Reese), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on the seventh calendar day prior to the Omnibus Hearing for which the relevant claims objection or omnibus claims objection is scheduled.

- 3. Every Response must contain at a minimum the following:
 - (a) the title of the claims objection to which the Response is directed;
- (b) the name of the claimant (each holder of a proof of claim, a "Claimant") and a brief description of the basis for the amount of the claim;
- (c) a concise statement setting forth the reasons why the claim should not be disallowed, expunged, reduced, or reclassified, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the claims objection;
- (d) unless already set forth in the proof of claim previously filed with the Court, documentation sufficient to establish a prima facie right to payment; <u>provided</u>, <u>however</u>, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; <u>provided further</u>, <u>however</u>, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be

confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints;

- (e) to the extent that the claim is contingent or fully or partially unliquidated, the amount that the Claimant believes would be the allowable amount of such claim upon liquidation of the claim or occurrence of the contingency, as appropriate; and
- (f) the address(es) to which the Debtors must return any reply to the Response, if different from the address(es) presented in the claim.
- 4. Only those Responses made in writing and timely filed and received will be considered by the Court. If a Claimant whose proof of claim is subject to a claims objection and who is served with the relevant claims objection fails to file and serve a timely Response in compliance with the foregoing procedures, the Debtors may present to the Court an appropriate order seeking relief with respect to such claim consistent with the relief sought in the relevant claims objection without further notice to the claimant, provided that, upon entry of such an order, the claimant shall receive notice of the entry of such order as provided below; provided, however, that if the claimant files a timely Response, which does not include the required minimum information provided in paragraph 3 above, the Debtors shall seek disallowance and expungement of the relevant claim or claims only in accordance with the Claims Hearing Procedures provided in paragraph 9 below.
- 5. To the extent that a Response is filed with respect to any claim listed in a claims objection (each, a "Contested Claim"), each such Claim and the objection to such Claim asserted in the claims objection shall be deemed to constitute a separate contested matter as contemplated by Bankruptcy Rule 9014.
- 6. The Debtors are hereby authorized and directed to serve each Claimant whose proof of claim is listed in any omnibus claims objection with (a) a personalized Notice Of Objection To Claim which specifically identifies the Claimant's proof of claim that is subject to objection and the basis for such objection and (b) a complete copy of the relevant omnibus

claims objection without exhibits. Service of omnibus claims objections in such manner shall constitute good and sufficient notice and no other or further notice to claimants of an omnibus claims objection shall be required.

- authorized and directed to serve all orders entered with respect to any omnibus claims objections, including exhibits, upon only the master service list and the 2002 list. The Claims Agent is hereby further authorized and directed to serve all claimants whose proofs of claim are the subject of an order entered with respect to an omnibus claims objection with a copy of such order, without exhibits, and a personalized Notice Of Entry Of Order in the form attached hereto as Exhibit A specifically identifying such Claimant's proof of claim that is subject to the order, the Court's treatment of such proof of claim, and the basis for such treatment, and advising the Claimant of its ability to view the order with exhibits free of charge on the Debtors' Legal Information Website. Without limiting the foregoing, the Court hereby directs the Claims Agent to serve the First Omnibus Claims Order in the manner provided hereby.
- 8. Any order entered by the Court with respect to an objection asserted in an omnibus claims objection shall be deemed a separate order with respect to each claim covered by such order.
- 9. The following procedures shall apply with respect to the determination of Contested Claims (the "Claims Hearing Procedures"):

(a) Adjournment Of Claims Hearing.

(i) All Contested Claims for which a timely Response is filed shall be automatically adjourned to a future hearing, the date of which shall be determined by the Debtors, in their sole discretion, by serving the Claimant with notice as provided herein. The Debtors may send such notice to each Claimant when they deem it appropriate to do so, subject to the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any further order of this Court.

The Debtors shall schedule the further hearing upon each Contested Claim to a Claims Hearing of the Debtors' election:

- (A) for a non-evidentiary hearing to address the legal sufficiency of the particular proof of claim and whether the proof of claim states a claim against the asserted Debtor under Bankruptcy Rule 7012 (a "Sufficiency Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit B (a "Notice Of Sufficiency Hearing") and a copy of this Order at least 20 business days prior to the date of such Sufficiency Hearing, or
- (B) for an evidentiary hearing on the merits of such Contested Claim (a "Claims Objection Hearing"), by serving upon the relevant Claimant by facsimile or overnight delivery, and filing with this Court, a notice substantially in the form attached hereto as Exhibit C (a "Notice Of Claims Objection Hearing" and, collectively with the Notice of Sufficiency Hearing, the "Notices of Hearing") and a copy of this Order at least 65 calendar days prior to the date of such Claims Objection Hearing.
- (ii) The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the Claimant at least five business days prior to the date of the scheduled hearing; <u>provided</u>, <u>however</u>, that the hearing on any Contested Claim shall not be adjourned for more than a total of 180 calendar days from date of service of the initial Notice of Hearing set forth in paragraph 9(a)(i)(A) and (B) above without consent of the Claimant with respect thereto, unless otherwise ordered by the Court.

(b) Sufficiency Hearing Procedures.

- (i) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Debtors wish to file a supplemental pleading, they shall file and serve their pleading no later than ten calendar days before the scheduled Sufficiency Hearing. The supplemental pleading shall not exceed fifteen single-sided, double-spaced pages.
- (ii) To the extent that a Contested Claim is adjourned to a Sufficiency Hearing, if the Claimant wishes to file a supplemental response, the Claimant shall file and serve its response no later than two business days before the scheduled Sufficiency Hearing. The supplemental response shall not exceed fifteen single-sided, double-spaced pages.
- (iii) To the extent that this Court determines upon conclusion of the Sufficiency Hearing that a Contested Claim cannot be disallowed in whole or in part without further proceedings, the Debtors shall provide to the Claimant a Notice Of Claims Objection Hearing pursuant to the procedures set forth above.

(c) Mandatory Meet And Confer.

(i) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), (B) the Claimant (if an individual) or the Claimant's principal place of

business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, and (C) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold an in-person meet and confer (an "In-Person Meet and Confer") at a neutral location in Troy, Michigan, or such other location as is reasonably acceptable to the Debtors, within ten business days of service of the Notice Of Claims Objection Hearing.

- (ii) If (A) (1) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000, (2) a Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, or (3) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, and (B) such Contested Claim is scheduled by the Debtors for a Claims Objection Hearing, the Debtors and the relevant Claimant shall hold a telephonic meet and confer (a "Telephonic Meet and Confer" and, collectively with In-Person Meet and Confers, the "Meet and Confers") within ten business days of service of the Notice Of Claims Objection Hearing.
- (iii) The following representatives of each of the Debtors and the Claimant shall attend the Meet and Confer: (A) counsel for each of the parties, except for a Claimant proceeding <u>pro se</u>, who shall be prepared to discuss the matter described in paragraph 9 (k) below, and (B) a person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of the Debtors and the Claimant, respectively; <u>provided</u>, <u>however</u>, that counsel for each of the parties may participate in the Meet and Confer telephonically.
- (iv) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Meet and Confer in good faith.
- (d) <u>Debtors' Statement Of Disputed Issues</u>. Within five business days after service of the Notice Of Claims Objection Hearing, the Debtors shall file and serve a written statement of disputed issues (the "Statement Of Disputed Issues") upon the Claimant. The Statement Of Disputed Issues shall contain a concise statement summarily setting forth the primary reasons why the claim should be disallowed, expunged, reduced, or reclassified as set forth in the claims objection, including, but not limited to, the material factual and legal bases upon which the Debtors will rely in prosecuting the claims objection, without prejudice to the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Contested Claim. The Statement of Disputed Issues shall also include documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim, without prejudice to the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Contested Claim; <u>provided</u>, <u>however</u>, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Statement of Disputed Issues; <u>provided further</u>, <u>however</u>, that the Debtors shall disclose to the Claimant all information and

provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected, subject to appropriate confidentiality constraints.

- (e) <u>Claimant's Supplemental Response</u>. The following procedures apply to the Claimant's written supplemental response (the "Supplemental Response"), subject to modification pursuant to paragraph 9(k), filed in connection with a Claims Objection Hearing for a Contested Claim:
- (i) The Claimant may file and serve its Supplemental Response (with a copy to chambers) no later than 30 business days prior to commencement of the Claims Objection Hearing. The Supplemental Response shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Claimant relies on exhibits, the Claimant shall include such exhibits in its Supplemental Response (other than those previously included with either its Proof of Claim or its Response); provided, however, that the Claimant need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Response; provided further, however, that the Claimant shall disclose to the Debtors all information and provide copies of all documents that the Claimant believes to be confidential, proprietary, or otherwise protected and upon which the Claimant intends to rely in support of its Contested Claim, subject to appropriate confidentiality constraints. The Claimant shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Response, as appropriate.
- (iii) The Supplemental Response may include affidavits or declarations from no more than two witnesses setting forth the basis of the Contested Claim and evidence supporting the Contested Claim; provided, however, that if the Claimant intends to call a person not under such Claimant's control at the hearing, the Claimant shall, in lieu of an affidavit or declaration of such person, identify such person, the Claimant's basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, such affiant or declarant's affidavit or declaration shall be stricken. The Claimant shall not be permitted to elicit any direct testimony at the Claims Objection Hearing; instead, the affidavit or declaration submitted with the Supplemental Response, or such witnesses' deposition transcript if the witnesses were not under the Claimant's control, shall serve as the witnesses' direct testimony and the Debtors may cross examine the witnesses at the Claims Objection Hearing, or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Claimant.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Claimant timely filed a Supplemental Response, the Claimant may file and serve (with a copy to chambers) an amended Supplemental Response and a supplemental affidavit or declaration on behalf of each of its witnesses solely for the purpose of supplementing the Supplemental Response and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Response shall be subject to the page limitations set forth above.

- (f) <u>Debtors' Supplemental Reply</u>. The following procedures shall apply to the Debtors' written supplemental reply, if any (the "Supplemental Reply"), subject to modification pursuant to paragraph 9(k) below, filed in connection with a Claims Objection Hearing with respect to a Contested Claim:
- (i) The Debtors may file and serve (with a copy to chambers) a Supplemental Reply no later than 20 business days prior to commencement of the Claims Objection Hearing. The Supplemental Reply shall not exceed 20 single-sided, double-spaced pages (exclusive of exhibits or affidavits).
- (ii) If the Debtors rely on exhibits, the Debtors shall include such exhibits in their Supplemental Reply (other than those previously included with either their objection or reply); provided, however, that the Debtors need not disclose confidential, proprietary, or otherwise protected information in the Supplemental Reply; provided further, however, that the Debtors shall disclose to the Claimant all information and provide copies of all documents that the Debtors believe to be confidential, proprietary, or otherwise protected and upon which the Debtors intend to rely in support of their objection, subject to appropriate confidentiality constraints. The Debtors shall include a certificate of counsel or a declaration or affidavit authenticating any documents attached to the Supplemental Reply.
- (iii) The Supplemental Reply may include affidavits or declarations from no more than two witnesses setting forth the Debtors' basis for objecting to the Contested Claim and evidence in support of such objection to the Contested Claim; provided, however, that if the Debtors intend to call a person not under the Debtors' control at the hearing, the Debtors shall, in lieu of an affidavit or declaration of such person, identify such person, the Debtors' basis for calling such person as a witness, and the reason that it did not file an affidavit or declaration of such person. If an affiant or declarant does not attend the Claims Objection Hearing, as appropriate, such affiant or declarant's affidavit or declaration shall be stricken. The Debtors shall not be permitted to elicit any direct testimony at the Claims Objection Hearing, instead, the affidavit or declaration submitted with the Supplemental Reply, or such witnesses' deposition transcript if the witnesses were not under the Debtors' control, shall serve as the witnesses' direct testimony and the Claimant may cross examine the witnesses at the Claims Objection Hearing or counter-designate deposition testimony. No other or additional witnesses may introduce evidence at the hearing on behalf of the Debtors.
- (iv) No later than three business days prior to commencement of the Claims Objection Hearing, if the Debtors timely filed a Supplemental Reply, the Debtors may file and serve (with a copy to chambers) an amended Supplemental Reply and a supplemental affidavit or declaration on behalf of each of their witnesses solely for the purpose of supplementing the Supplemental Reply and the witnesses' prior affidavits or declarations with respect to matters adduced through the discovery provided by these Claims Hearing Procedures; provided that the amended Supplemental Reply shall be subject to the page limitations set forth above.
- (g) <u>Mandatory Non-Binding Summary Mediation</u>. Except as set forth below, at least 15 business days prior to commencement of the Claims Objection Hearing, the Debtors and the Claimant shall submit to mandatory non-binding summary mediation (each, a

"Mediation") in an effort to consensually resolve the Contested Claim. The Mediation shall be governed by General Order M-143 except as follows. The following procedures shall apply to each Mediation, subject to modification pursuant to paragraph 9(k) below:

- (i) Each Mediation shall be assigned to one of the mediators listed by the Debtors on Exhibit D hereto (each, a "Mediator"). The Debtors and the Claimant shall agree upon the Mediator at the Meet and Confer; provided that, if the Debtors and the Claimant are unable to agree upon a Mediator, the parties shall promptly report such inability to agree to the Court.
- (ii) The Mediator shall not have the authority to require either the Debtors or the Claimant to provide any additional briefing with respect to the Mediation.
- (iii) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000) and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located within 90 miles of Troy, Michigan, the Mediation shall be held at a neutral location in Troy, Michigan.
- (iv) If (A) (1) the amount in dispute for a Contested Claim exceeds \$1,000,000 or (2) a Contested Claim asserts unliquidated claims (unless the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000), and (B) the Claimant (if an individual) or the Claimant's principal place of business (if a governmental unit or a person, as defined in section 101(41) of the Bankruptcy Code, other than an individual) is located more than 90 miles from Troy, Michigan, the Mediation shall be held at a neutral location reasonably acceptable to the Debtors and the Claimant; provided that, if the Debtors and the Claimant are unable to agree upon a neutral location at the Meet and Confer, the parties shall promptly report such inability to agree to the Court.
- (v) If (A) the amount in dispute for a Contested Claim is less than or equal to \$1,000,000 or (B) the Contested Claim asserts unliquidated claims and the Claimant with respect thereto irrevocably agrees in writing that the allowed amount of such Contested Claim shall be limited to a maximum of \$1,000,000, participation in Mediation shall be voluntary and any Mediation may be held telephonically at either the Debtors' or the Claimant's request.
- (vi) A person possessing ultimate authority to reconcile, settle, or otherwise resolve the Contested Claim on behalf of each of the Debtors and the Claimant shall attend an in-person Mediation or participate in a telephonic Mediation, if any; <u>provided</u>, <u>however</u>, that the Debtors' counsel will not be precluded from attending and participating in a Mediation in the event that the claimant elects not to have its counsel attend or participate in a Mediation.
- (vii) Absent consent of each of the Claimant and the Debtors, the length of the Mediation shall be limited to one day.

- (viii) The Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the foregoing procedures or conduct the Mediation in good faith.
- (ix) The Debtors and the Claimant shall each bear its own costs in participating in the Mediation. The Debtors are hereby authorized to pay the Mediator's fees.
- (h) <u>Claims Objection Hearing Discovery</u>. If a Claims Objection Hearing is scheduled for a particular Contested Claim, the Debtors and the Claimant shall be bound by the following discovery procedures, which shall otherwise be governed by the Bankruptcy Rules, subject to modification pursuant to paragraph 9(k) below:
- (i) No later than five business days after service of the Supplemental Response, the Debtors may request:
- (A) That the Claimant produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Claimant respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Claimant respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (ii) No later than five business days after service of the Supplemental Reply, the Claimant may request:
- (A) That the Debtors produce documents relevant to the Contested Claim. Documents shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (B) That the Debtors respond to no more than 15 interrogatories, including discrete subparts. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (C) That the Debtors respond to no more than ten requests for admission. Responses shall be produced at least ten business days prior to commencement of the Claims Objection Hearing.
- (iii) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Debtors may, at their election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Claimant's Supplemental Response. Each deposition shall not exceed three hours.

- (iv) No earlier than fifteen business days prior to the commencement of the Claims Objection Hearing, but at least five business days prior to commencement of the Claims Objection Hearing, the Claimant may, at its election, take the deposition upon oral examination of each witness whose affidavit or declaration was proffered in support of the Debtors' Supplemental Reply. Each deposition shall not exceed three hours.
- (v) Except as provided in paragraph 9(g)(vi) above, nothing in this Order alters any obligation of opposing counsel with regard to communications with non-counsel opponents or any applicable law regarding corporations or other business entities to be represented by counsel.
- (i) <u>Conduct Of The Claims Objection Hearing</u>. The Debtors and the Claimant shall each be permitted, subject to modification pursuant to paragraph 9(k) below, no more than one hour to present their respective cases, inclusive of time cross-examining their opponent's witnesses and making argument to the Court. The parties shall coordinate with each other in advance of the hearing with respect to, joint exhibit binders, stipulated admission of evidence, anticipated disputes regarding the admission of particular evidence and any designated deposition testimony.
- Estimation Based Upon Claimant's Asserted Estimated Amount. To the (i) extent that a Contested Claim would be subject to estimation pursuant to section 502(c) of the Bankruptcy Code and the Debtors have sought authority to estimate such Contested Claim pursuant to an omnibus claims objection and/or a motion to estimate claims, if the Claimant has filed a Response in accordance with the procedures outlined above which (i) acknowledges that the Contested Claim is contingent or fully or partially unliquidated and (ii) provides the amount that the Claimant believes would be the allowable amount of such Contested Claim upon liquidation of the Contested Claim or occurrence of the contingency, as appropriate (the "Claimant's Asserted Estimated Amount"), the Debtors are hereby authorized, in their sole discretion, to elect to provisionally accept the Claimant's Asserted Estimated Amount as the estimated amount of such Contested Claim pursuant to section 502(c) of the Bankruptcy Code for all purposes other than allowance, but including voting and establishing reserves for purposes of distribution, subject to further objection and reduction as appropriate and section 502(j) of the Bankruptcy Code. The Debtors' election shall be made by serving the Claimant with a Notice Of Election To Accept Claimant's Asserted Estimated Amount in the form attached hereto as Exhibit E. The Contested Claim will otherwise remain subject in all respects to the procedures outlined herein.
- (k) <u>Ability To Modify Procedures By Agreement Or Order Of Court</u>. At the Meet and Confer, the parties shall discuss discovery parameters, briefing, evidence to be presented, the timing outlined herein, and any modifications thereto that are necessary due to the facts and circumstances of the relevant Contested Claim. Should the parties be unable to agree on reasonable modifications to these Claim Hearing Procedures, if any, either party may request that the Court promptly schedule a teleconference to consider such proposed modifications. No discovery, testimony, or motion practice other than that described herein, as modified, shall be permitted, unless otherwise agreed by the parties or ordered by the Court.

- 10. The procedures approved herein shall not apply to claims filed by Banc of America Securities LLC (as to proof of claim number 10758), Barclays Capital Inc. (as to proof of claim number 11658), Bear, Stearns & Co. Inc. (as to proof of claim number 10732), Cadence Innovation LLC, Citigroup Global Markets, Inc. (as to proof of claim number 10731), Credit Suisse Securities (USA) LLC (as to proof of claim number 10763), Merrill Lynch, Peirce, Fenner & Smith Inc. (as to proof of claim number 10761), Morgan Stanley & Co. Inc. (as to proof of claim number 10762), the Pension Benefit Guaranty Corporation, Robert Bosch GmbH, the State of California Environmental Protection Agency, the State of Michigan Environmental Protection Agency, the State of Ohio Environmental Protection Agency, Technology Properties, Ltd., UBS Securities LLC (as to proof of claim number 10759), the United States Environmental Protection Agency, and Wachovia Capital Markets, LLC (as to proof of claim number 10760) (collectively, the "Excluded Parties") for any purpose, including, but not limited to, any objections to such claims or other litigation in respect of such claims; provided, however, that nothing contained herein shall preclude any of the Excluded Parties or the Debtors, after notice and an opportunity to be heard, from seeking to establish appropriate alternative claims resolution procedures.
- 11. With respect to the claim of Gary Whitney ("Mr. Whitney") (claim number 10157) and NuTech Plastics Engineering, Inc. ("NuTech") (claim number 1279 against Delphi Automotive Systems LLC), nothing in this Order shall limit Mr. Whitney's or NuTech's ability to request relief from the automatic stay provisions under section 362 of the Bankruptcy Code subject to the Debtors' right to object to such request.
- 12. The Debtors shall not serve a Notice of Hearing on Orix Warren, LLC ("Orix Warren") with respect to proof of claim number 10202 until the earliest of the following

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to occur: (a) the Debtors assume the lease between Delphi Automotive Systems LLC and Orix

Warren with respect to property located at 4551 Research Parkway in Warren, Ohio (the "Orix

Lease"), (b) the Debtors reject the Orix Lease, or (c) the Orix Lease terminates or is terminated

pursuant to its terms.

13. Nothing in this Order shall preclude any right to seek estimation of a claim

under section 502(c) of the Bankruptcy Code, any right to seek relief from the automatic stay

under section 362 of the Bankruptcy Code to liquidate a claim in a different forum, any right to

seek protection of information under section 107(b) of the Bankruptcy Code or any right not

specifically addressed in this Order.

14. This Court shall retain jurisdiction to hear and determine all matters

arising from the implementation of this order.

15. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for

the United States Bankruptcy Court for the Southern District of New York for the service and

filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York December 6, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

15

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Thomas J. Matz (TM 5986)

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Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- X

NOTICE OF ENTRY OF ORDER WITH RESPECT TO [_____] OMNIBUS CLAIMS OBJECTION

PLEASE TAKE NOTICE that on ________, 200_, the United States Bankruptcy

Court for the Southern District of New York entered a [title of order] (the "Order").

PLEASE TAKE FURTHER NOTICE THAT a copy of the Order, excluding exhibits, is attached hereto.

PLEASE TAKE FURTHER NOTICE that the proof of claim listed below, which you filed against Delphi Corporation and/or other of its subsidiaries and affiliates that are debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), was the subject of the Order and was listed on Exhibit __ to the Order and was accordingly disallowed and expunged, unless otherwise provided below in the column entitled "Treatment Of Claim."

Date Filed	Claim Number	Asserted Claim Amount ¹	Basis For Objection	Treatment Of Claim	Surviving Claim Number (if any)

¹ Asserted Claim Amounts listed as \$0.00 generally reflect that the claim amount asserted is unliquidated.

PLEASE TAKE FURTHER NOTICE that you may view the complete exhibits to the Order by requesting a copy from the claims and noticing agent in the above-captioned chapter 11 cases, Kurtzman Carson Consultants LLC, at 1-888-259-2691 or by accessing the Debtors' Legal Information Website at www.delphidocket.com.

Dated: New York, New York _______, 200__

BY ORDER OF THE COURT

John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims

Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a sufficiency hearing (the "Sufficiency Hearing") to address the legal sufficiency of the Proof of Claim and whether the Proof of Claim states a colorable claim against the asserted Debtor is hereby scheduled for ______, 200_, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Sufficiency Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated:	New	York,	New	York
		, 2	200_	

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

---- x

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- x

NOTICE OF CLAIMS OBJECTION HEARING WITH RESPECT TO DEBTORS' OBJECTION TO PROOF OF CLAIM NO. [____]

of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

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(collectively, the "Debtors"), objected to proof of claim number _____ (the "Proof of Claim") filed by _____ (the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims

Objection] (the "Objection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ____, 2006 (the "Order"), a claims objection hearing (the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proof of Claim is hereby scheduled for _______, 200__, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York (the "Court").

PLEASE TAKE FURTHER NOTICE that the Claims Objection Hearing will proceed in accordance with the procedures provided in the Order, unless such procedures are modified in accordance with Paragraph 9(k) thereof. Please review the Order carefully – failure to comply with the procedures provided in the Order (or as modified pursuant to Paragraph 9(k)) could result in the disallowance and expungement of the Proof of Claim. A copy of the Order is attached hereto for your convenience.

PLEASE TAKE FURTHER NOTICE that the Debtors may further adjourn the Hearing at any time at least five business days prior to the scheduled hearing upon notice to the Court and the Claimant.

Dated:	New	York,	New	York
		, 2	200_	

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EXHIBIT D

LIST OF MEDIATORS

Lawrence Abramcyzk

Marc Abrams

Ronald Barliant

Michael Baum

Morton Collins

Susan Cook

Samuel Damren

Eugene Driker

Jonathan Flaxer

Rozanne Giunta

Erwin Katz

Edward Moran

Alan Nisselson

Thomas Plunkett

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF DEBTORS' ELECTION TO ACCEPT CLAIMANT'S ASSERTED ESTIMATED AMOUNT FOR PROOF OF CLAIM NUMBER [_____]

PLEASE TAKE NOTICE that on _______, 200_, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases

(collectively, the "	Debtors"), objected to proof of claim number (the "Proof of Claim")
filed by	(the "Claimant") pursuant to the [Title Of Applicable Omnibus Claims
Objection] (the "O	bjection").

PLEASE TAKE FURTHER NOTICE that pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims, entered December ___, 2006 (the "Order"), the Debtors hereby provide notice that the Debtors elect to accept the Claimant's Asserted Estimated Amount as the estimated amount of the Proof of Claim pursuant to section 502(c) of the Bankruptcy Code as set forth in the Objection. A copy of the Order is attached hereto.

PLEASE TAKE FURTHER NOTICE that any hearing scheduled pursuant to the Order is hereby cancelled.

PLEASE TAKE FURTHER NOTICE that the Debtors' election to accept the Claimant's Asserted Estimated Amount is without prejudice to the Debtors' right to object to any other claims in these chapter 11 cases, or to further object to the Proof of Claim, on any grounds whatsoever.

Dated:	New	York,	New	York
		, 2	200_	

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By:

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EXHIBIT F

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Delphi Corporation Special Parties

Company	Contact	Address1	Address2	City	State	Zip
	Matthew L. Schwartz, Assistant United States					
United States Attorney, Southern District of New York	Attorney	86 Chambers Street	3d Floor	New York	New York	10007
US Customs and Border Protection	Edward Barnett	6650 Telecom Drive	P.O. Box 68911	Indianpolis	Indiana	46268

EXHIBIT G

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